IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEBRASKA

IN RE:)	CASE NO.	BK.	09-81825
SANITARY AND IMPROVEMENT)	CHAPTE	ER 9	
DISTRICT NO. 251 OF SARPY COU	NTY,)	PLAN OF ADJU	<u>ISTME</u> 1	<u>VT</u>
NEBRASKA,)			
)			
DEBTOR	R.)			

This Plan of Adjustment ("Plan") is proposed and made by Sanitary and Improvement District No. 251 of Sarpy County, Nebraska ("SID #251" or the "District").

1. Warrant Holders. This class of creditors consists of all parties who presently own construction fund "warrants" identified on Schedule "1" and any interest warrants issued in payment for accrued interest thereon. There are no other creditors of SID #251 except those persons or entities performing services for the District and entitled to priority payment under 11 U.S.C. 503 et. seq.

Provided that said creditors of SID #251 release their claims against SID #251 as set forth herein, SID #251 will deliver funds of the District in the amount and in the manner as set forth in paragraphs 4, 5 and 6 below in full settlement of such creditor's claims. The claims of members of this class of creditors are impaired under this Plan.

2. Execution of Plan of Adjustment. Upon confirmation of this Plan of Adjustment, SID #251 will execute and deliver to the disbursing agent appointed by the Court the funds described in paragraphs 4, 5 and 6 from time to time in the manner described therein.

This Plan requires the holders of the warrants set forth on Schedule "1" to deliver to SID #251 and/or the disbursing agent appointed by the Court, within a reasonable period of time after confirmation of the Plan, the described warrants (including interest warrants). The Bankruptcy Court will be requested as part of the order confirming this Plan to require delivery of warrants as set forth herein. No payment shall be made by the disbursing agent to any creditor unless said disbursing agent has received the applicable warrant(s) and/or an affidavit of lost or stolen security and indemnification thereon. Furthermore, in order to assure that said creditors cannot continue to hold their warrants with a view towards having them redeemed by the Treasurer of Sarpy County, Nebraska, all such warrants not delivered to the disbursing agent within six months from the date of confirmation of this Plan shall be deemed cancelled and of no further

force and effect and the Court shall be requested in its order confirming the Plan to restrain the Sarpy County Treasurer from paying or redeeming such warrants.

- 3. Administrative Costs. The only administrative costs thus far have been for services and out of pocket expenses of the District's legal counsel, Fullenkamp Doyle & Jobeun. Said counsel has not received any payment on account of such services or out-of-pocket expenses. To date, legal services rendered based on the agreed upon rate of \$250/hour total \$37,500.00 and the out-of-pocket expenses are \$4,063.10. All such legal fees and expenses together with such additional administrative costs and expenses as are incurred herein shall be paid from the District's construction/bond fund and shall be paid prior to any disbursements pursuant to paragraphs 4, 5 or 6 below.
- 4. <u>Initial Cash Disbursement.</u> SID #251 shall, within 90 days following the date of confirmation of this Plan by the Bankruptcy Court, deliver to the disbursing agent appointed by the Court all the cash and investments with accrued interest thereon on deposit in SID #251's construction/bond fund less a) the paragraph 3 administrative costs and any disbursing agent fees b) a transfer to the general (operating) fund of SID #251 of Three Hundred Fifty Thousand (\$350,000) Dollars. The remaining funds shall be paid out to the warrant holders as follows: a) redeem in cash the interest warrants of the District issued in March of 2009 in the amount of \$695,774.39, except that the disbursing agent shall not pay those script warrants held by Gretna Stone, LLC and subject to the paragraph 5 Phase III detachment below, b) the balance shall be distributed to the warrant holders based upon their pro-rata share as shown on Schedule "1".
 - 5. <u>Phase III Detachment</u>. Phase III is those lots described currently as: Lots 236 through 328, inclusive, Standing Stone, a subdivision as surveyed, platted and recorded in Sarpy County, Nebraska.

The property located in Phase III is owned entirely by Gretna Stone, LLC, a Nebraska limited liability company, who bought the lots from the original developer. Gretna Stone, LLC currently holds \$646,553.04 of construction fund warrants and \$45,258.71 in script warrants for a total of \$691,811.75. Gretna Stone LLC shall relinquish all of its right title and interest in and to all of the warrants which it presently owns; those warrants shall be cancelled immediately and be of no further force and effect. The Phase III lots shall be detached from the District and the special assessments levied against each of those lots cancelled and released.

- 6. Warrants. All warrants delivered to the disbursing agent shall be held by such disbursing agent in trust for each warrant holder. Each warrant holder will be given a Certificate of Indebtedness from the disbursing agent evidencing their pro-rata share of these paragraph 6 payments to be made by the District in accordance with this Plan. The first payment under the Certificate of Indebtedness will be the initial disbursement as set forth in paragraph 4 above. Each Certificate of Indebtedness shall accrue interest from the date of approval of the Plan by the United States Bankruptcy Court for the District of Nebraska at the rate of four and one-half (4.5%) percent per annum simple interest on the outstanding principal balance. No new interest warrants shall be issued as evidence of or on account thereof and such warrants shall not be deemed to be in default. SID #251 and/or the disbursing agent shall thereafter, subject to the prior limitations and cancellation provision set forth herein, within 45 days following the balancing of SID #251's books by the Sarpy County Treasurer as of December 31 of each year deliver to each warrant holder his/her/its pro-rata share of any funds on deposit with the Sarpy County Treasurer in SID #251's construction/bond fund except any bond sinking fund requirements of paragraph 6(c) below from
 - (a) The collection of any and all special assessments levied by SID #251 against properties located within its corporate boundaries together with any miscellaneous revenues which by law, custom or usage are deposited in a sanitary and improvement district construction/bond funds.
 - (b) Any ad valorem real estate taxes collected from a construction/bond fund levy of \$0.50 for taxes which become delinquent in 2011, 2012 and 2013 and a levy of \$0.65 annually thereafter. In no event shall the construction/bond fund levy together with a general fund levy of \$0.25 exceed by more than ten (10%) percent the average total tax levy of the thirty highest tax levies of sanitary and improvement districts located in Sarpy County, Nebraska.
 - (c) The net proceeds from the issuance by SID #251 of bonds as directed by Kuehl Capital Corporation ("KCC") the District's fiscal agent or its successors and assigns, which bonds shall be in an amount which can be issued on a level payment basis over a period of twenty (20) years, reserving a bond sinking fund

equal to one-year's principal and interest requirement, the amortized proceeds of which together with an ad valorem tax levy in the amount as set forth in subparagraph (b) above on the then current SID # 251's tax base is sufficient to fund such bonds on a year to year basis. Such bonds shall be issued prior to December 31, 2022 as directed by KCC and the disbursing agent.

AT THE EARLIER OF THE DATE THE NET PROCEEDS FROM PARAGRAPHS 6(A) THROUGH (C) SHALL BE SUFFICIENT TO PAY ALL THE REMAINING WARRANTS DESCRIBED IN PARAGRAPH 1 ABOVE OR DECEMBER 31, 2022 ANY REMAINING WARRANTS HELD BY THE DISBURSING AGENT AND/OR SID #251 PURSUANT TO THIS PLAN SHALL BE CANCELLED AND NO FURTHER PAYMENTS ON ACCOUNT THEREOF WILL BE MADE. ON DECEMBER 31, 2022 ANY OUTSTANDING WARRANT HELD BY THE DISBURSING AGENT TOGETHER WITH ANY CERTIFICATE OF INDEBTEDNESS EVIDENCING THE SAME SHALL BECOME NULL AND VOID.

During any year-end, except the year 2022, in which the amounts to be disbursed pursuant to this Plan do not exceed \$100,000 then such funds shall be invested at the discretion of KCC and disbursed at the next payment date at which the amounts on hand exceed \$100,000.

The disbursing agent shall provide each warrant holder an accounting for each disbursement made. The disbursing agent shall be entitled to fair and reasonable compensation for acting as the disbursing agent which amount, when approved by the Board of Trustees of SID #251, may be paid for from the construction/bond fund of SID #251.

Bonds, certificate's of indebtedness or any other form of security which will be offered and sold by means of and in accordance with offering circulars under the Plan of Adjustment pursuant to and for the purposes of 11 U.S.C. Section 1125(e). SID #251; KCC; Baird Holm LLP or such future bond counsel as the case may be; Fullenkamp Doyle & Jobeun, counsel for SID #251; Awerkamp, Goodnight, Schwaller & Nelson, P.C., its accountant; Jones & Lowe P.C., its auditor; Smith Hayes Financial Corporation, the warrant underwriter, and SID #251's Board of Trustees, have all acted in good faith and in compliance with the applicable provisions of the Bankruptcy Code and are entitled to protection of 11 U.S.C. Section 1125(e).

7. <u>Confirmation</u>. It is anticipated that this Plan shall be confirmed by the United States Bankruptcy Court for the District of Nebraska and therefore be binding on you in the event that it is accepted by more than 50% of the number of creditors holding more than 66.67% of the outstanding voting dollar debt.

Dated: July 8, 2009.

SANITARY AND IMPROVEMENT DISTRICT NO. 251 OF SARPY COUNTY, NEBRASKA

By: /s/Brian C. Doyle Brian C. Doyle, #23001 FULLENKAMP, DOYLE & JOBEUN 11440 West Center Road Omaha, NE 68144 Phone: 402-334-0700

Fax: 402-334-0815 brian@fdjlaw.com

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A MUNICIPALITY

I, the authorized officer or an authorized agent of the municipality named as Debtor in this case, declare under penalty of perjury that I have read the foregoing Plan of Adjustment and that it is true and correct to the best of information and belief

Date July 8, 2009

By: /s/Chad LaMontagne

Name: <u>Chad LaMontagne</u>

Title: Chairmain – Board of Trustees

Sarpy SID 251 CF Wt List			SCHEDULE 1			T	-	
Registration1	Registration2		Address	Princ Amt	Cusip	Warrant #'s	PRO RATA SHARE Appr	ove/CPercent Voting yes
Louisa N Oberg	Louisa N Oberg		6803 North 68th Plz Apt #509 Omaha, NE 68152	\$49,986.08		623-624, 630-634 & 636	0.5377%	0.0000%
Marvin F Oberg & Louisa N Oberg			6803 North 68th Plz Apt #509 Omaha, NE 68152	\$40,000.00		40-43	0.4303%	0.0000%
Marvin F Oberg & Louisa N Oberg			6803 North 68th Plz Apt #509 Omaha, NE 68152	\$39,749.80		122-123, 175, 201, 207, 212 & 217	0.4276%	0.0000%
Marvin F Oberg & Louisa N Oberg			6803 North 68th Plz Apt #509 Omaha, NE 68152	\$50,000.00		1122-1126	0.5379%	0.0000%
Kimberly Karr Norton Tr	Mary Norton TTEE	Kimberley Karr Norton Tr	35 Cottonwood Dr Columbus NE 68601	\$10,000.00		541	0.1076%	1 0.1076%
Paige Norton Tr	Mary Norton TTEE	Paige Norton Tr	35 Cottonwood Dr Columbus NE 68601	\$10,000.00		540	0.1076%	1 0.1076%
Luther Bakenhus			21269 310th St Columbus NE 68601	\$10,000.00		287	0.1076%	1 0.1076%
Mary T Norton			35 Cottonwood Dr Columbus NE 68601	\$10,000.00		289	0.1076%	1 0.1076%
William S Evans Jr & Sharon L Evans			2765 Fairlane Columbus NE 68601	\$10,000.00		288	0.1076%	1 0.1076%
Shirley Zegar & Lisa M Zegar & Sandra Christen			3760 Regency Place Columbus NE 68601	\$30,000.00		151-153	0.3227%	1 0.3227%
Harold Stryker Trust FBO Cletas Stryker	David Duren TTEE		134 Lakeshore Dr Columbus NE 68601	\$20,000.00		293-294	0.2152%	1 0.2152%
Lyle O Hansen & Audra Kae Hansen			4512 E 42nd St Apt #208 Sioux Falls SD 57110	\$11,083.69		395 & 419-420	0.1192%	1 0.1192%
Lyle O Hansen & Audra Kae Hansen			4512 E 42nd St Apt #208 Sioux Falls SD 57110	\$8,332.29		443	0.0896%	1 0.0896%
Lyle O Hansen & Audra Kae Hansen			4512 E 42nd St Apt #208 Sioux Falls SD 57110	\$16,304.52		564-565	0.1754%	1 0.1754%
Lyle O Hansen & Audra Kae Hansen			4512 E 42nd St Apt #208 Sioux Falls SD 57110	\$50,000.00		625-629	0.5379%	1 0.5379%
Harlan D & Ladonna Groothuis	TOD Mark Groothuis	Brenda J Groothuis	8163 39th Ave Columbus NE 68601	\$27,676.67		733 & 744-746	0.2977%	1 0.2977%
Judith Hemberger			2122 Uplands Circle Estes Park CO 80517	\$20,000.00		138-139	0.2152%	1 0.2152%
Judith Hemberger			2122 Uplands Circle Estes Park CO 80517	\$20,000.00		295-296	0.2152%	1 0.2152%
Judith Hemberger			2122 Uplands Circle Estes Park CO 80517	\$20,000.00		534-535	0.2152%	1 0.2152%
Judith Hemberger			2122 Uplands Circle Estes Park CO 80517	\$30,000.00		740-742	0.3227%	1 0.3227%
Gary R & Betty L Brewer Tr	Betty L Brewer TTEE	Gary R Brewer TTEE	8119 9th Hole Dr. Port St. Lucie FL 34952	\$20,000.00		538-539	0.2152%	1 0.2152%
Stanley J Prokes Revoc Tr	Stanley J Prokes TTEE		898 O St David City NE 68632	\$20,000.00		140-141	0.2152%	0.0000%
Stanley J Prokes Revoc Tr	Stanley J Prokes TTEE		898 O St David City NE 68632	\$20,000.00		532-533	0.2152%	0.0000%

Sarpy SID 251 CF Wt List			SCHEDULE 1				_	
Registration1	Registration2		Address	Princ Amt	Cusip	Warrant #'s	PRO RATA SHARE Appr	ove/CPercent Voting yes
Brenda K Witter & Barbara A Romano			3325 N 129th Circle Omaha NE 68164	\$20,000.00		136-137	0.2152%	1 0.2152%
Brenda K Witter & Barbara A Romano			3325 N 129th Circle Omaha NE 68164	\$10,000.00		290	0.1076%	1 0.1076%
Louise E Nyffeler Tr	Louise E Nyffeler TTEE		3269 38th Ave Columbus NE 68601	\$20,000.00		134-135	0.2152%	1 0.2152%
Louise E Nyffeler Tr	Louise E Nyffeler TTEE		3269 38th Ave Columbus NE 68601	\$10,000.00		291	0.1076%	1 0.1076%
Louise E Nyffeler Tr	Louise E Nyffeler TTEE		3269 38th Ave Columbus NE 68601	\$20,000.00		536-537	0.2152%	1 0.2152%
Louise E Nyffeler Tr	Louise E Nyffeler TTEE		3269 38th Ave Columbus NE 68601	\$10,000.00		738	0.1076%	1 0.1076%
Helen Wiemer			PO Box 282 Creston NE 68631	\$10,000.00		743	0.1076%	1 0.1076%
Samuel M Prososki SEP/IRA	NFS/FMTC SEP IRA		921 2nd St Columbus NE 68601	\$10,000.00		292	0.1076%	1 0.1076%
Jerome L Heinrichs Living Trust	Patricia Heinrichs TTEE	Jerry Heinrichs TTEE	1609 N 128 Circle Omaha NE 68154	\$20,000.00		59-60	0.2152%	1 0.2152%
Jerome L Heinrichs Living Trust	Patricia Heinrichs TTEE	Jerry Heinrichs TTEE	1609 N 128 Circle Omaha NE 68154	\$29,382.91		1111-1113	0.3161%	1 0.3161%
Phyllis Acklie			2200 Woodsdale Blvd Lincoln NE 68502	\$73,247.07		659, 706-708 & 724-727	0.7880%	0 0.0000%
Roberta M Urwiller Tr	Roberta M Urwiller TTEE		16151 West Eagle Ridge Dr Surprise AZ 85374	\$172,274.30		67-84	1.8533%	1 1.8533%
Roberta M Urwiller Tr	Roberta M Urwiller TTEE		16151 West Eagle Ridge Dr Surprise AZ 85374	\$120,000.00		337-348	1.2909%	1 1.2909%
Michael J Meyer & Sherry L Meyer			7616 Park St Lenexa KS 66216	\$10,000.00		63	0.1076%	1 0.1076%
Nick Dionisopoulos	TOD Peter N Dionisopoulos		448 Wellington H West Palm Beach FL 33417	\$11,909.83		350-351	0.1281%	1 0.1281%
Robert E Campbell II Revoc Trust	Robert E Campbell TTEE		6057 Chartwell Ln Lincoln NE 68516	\$33,317.57		871 & 912-914	0.3584%	1 0.3584%
Peter Dionisopoulos & Christie Dionisopoulos	Account #2		2421 Switchback Rd Lincoln NE 68512	\$20,000.00		190-191	0.2152%	1 0.2152%
Virgil Eihusen Fndtn			4100 W Husker Hwy Grand Island NE 68803	\$40,000.00		186-189	0.4303%	1 0.4303%
Dennis B Andersen QTIP Trust	Ellen M Dailey TTEE		3808 Yaupon Pl Loveland CO 80538	\$26,732.64		845-848	0.2876%	1 0.2876%
Dennis B Andersen QTIP Trust	Ellen M Dailey TTEE		3808 Yaupon Pl Loveland CO 80538	\$28,881.06		1082-1084	0.3107%	1 0.3107%
Security First Bank Rapid City SD			1540 Samco Rd Suite B Rapid City SD 57702	\$20,000.00		148-149	0.2152%	1 0.2152%
Security First Bank Rapid City SD			1540 Samco Rd Suite B Rapid City SD 57702	\$317,271.10		859-870 & 892-911	3.4131%	1 3.4131%
R & J Living Trust	Rodney Fred Wartig TTEE		P.O. Box 710 Wisner NE 68791	\$60,000.00		108-113	0.6455%	1 0.6455%

Sarpy SID 251 CF Wt List	·		SCHEDULE 1		<u> </u>	<u> </u>	_	
Registration1	Registration2		Address	Princ Amt	Cusip	Warrant #'s	PRO RATA SHARE Appr	ove/CPercent Voting yes
Karen L Alderson 2006 Rev Living Tr	Karen L Alderson TTEE		733 Bay Tree Ln El Cerrito CA 4530	\$50,000.00		574-578	0.5379%	1 0.5379%
Ronald G Samson & Susan S Samson			3144 S 30th St Lincoln NE 68502	\$10,000.00		1075	0.1076%	1 0.1076%
Blair Meyer & Linda Meyer			W287 N8910 Center Oak Road Hartland WI 53029	\$10,000.00		64	0.1076%	10.1076%
Marsha A Lommel			7436 Karl Dr Lincoln NE 68516	\$11,948.80		1014-1015	0.1285%	1 0.1285%
Marsha A Lommel			7436 Karl Dr Lincoln NE 68516	\$15,613.00		1163-1164	0.1680%	1 0.1680%
Mark Allen Block & Margo Sue Block			1500 Wittstruck Rd Roca NE 68430	\$20,000.00		413-414	0.2152%	1 0.2152%
Susan F Krugerud	TOD Arden A Krugerud		3011 South Xeric Ct Denver CO 80231	\$50,000.00		457-461	0.5379%	1 0.5379%
Virgil L Home & Ann M Home			5819 Berkeley Dr Lincoln NE 68512	\$30,000.00		990-992	0.3227%	1 0.3227%
Judy J Tenhulzen			6308 S 28th St Lincoln NE 68516	\$13,749.09		817 & 829	0.1479%	1 0.1479%
Ronald D Less & Tammy R Less			PO Box 125 Milford IA 51351	\$10,000.00		58	0.1076%	1 0.1076%
Ronald D Less & Tammy R Less			PO Box 125 Milford IA 51351	\$16,500.00		114-115	0.1775%	1 0.1775%
Ronald D Less & Tammy R Less			PO Box 125 Milford IA 51351	\$30,000.00		1068-1070	0.3227%	1 0.3227%
Marie E Knickrehm Revoc Liv Tr	Chris Brown TTEE	Mary Kay Love & Charles Krogh TTEE	677 Larkspur Grand Junction CO 81506	\$30,000.00		198-200	0.3227%	1 0.3227%
Daniel T Scully	Cillis Blown FFEE	Chanes Riogh FFEE	9601 Firethorn Lincoln NE 68520	\$60,000.00		462-467	0.6455%	1 0.6455%
Daniel T Scully			9601 Firethorn Lincoln NE 68520	\$404,734.49		763-803	4.3540%	1 4.3540%
Daniel T Scully			9601 Firethorn Lincoln NE 68520	\$50,000.00		840-844	0.5379%	1 0.5379%
Daniel T Scully			9601 Firethorn Lincoln NE 68520	\$9,632.37		930-931	0.1036%	1 0.1036%
Daniel T Scully			9601 Firethorn Lincoln NE 68520	\$30,000.00		1079-1081	0.3227%	1 0.3227%
Daniel T Scully			9601 Firethorn Lincoln NE 68520	\$50,000.00		1106-1110	0.5379%	1 0.5379%
Michael A Sellett & Mary Alice Huemoeller			PO Box 256 Wilson WY 83014	\$490.70		272	0.0053%	1 0.0053%
Michael A Sellett & Mary Alice Huemoeller			PO Box 256 Wilson WY 83014	\$1,453.17		959-961	0.0156%	1 0.0156%
Michael A Sellett & Mary Alice Huemoeller			PO Box 256 Wilson WY 83014	\$630.39		970	0.0068%	1 0.0068%
Bernard B Gadwood Jr			1580 Mann Dr #B Pinole CA 94564	\$5,876.14		830	0.0632%	1 0.0632%

Sarpy SID 251 CF Wt List			SCHEDULE 1		_		_	
Registration1	Registration2		Address	Princ Amt	Cusip	Warrant #'s	PRO RATA SHARE Approv	/e/CPercent Voting yes
Bernard B Gadwood Jr			1580 Mann Dr #B Pinole CA 94564	\$6,699.41		833-834 & 849	0.0721%	1 0.0721%
Censtat Financial Inc			1212 No 96th St Omaha NE 68134	\$61,350.87		44-49 & 93	0.6600%	1 0.6600%
Censtat Financial Inc			1212 No 96th St Omaha NE 68134	\$60,000.00		192-197	0.6455%	1 0.6455%
Censtat Financial Inc			1212 No 96th St Omaha NE 68134	\$30,000.00		571-573	0.3227%	1 0.3227%
Censtat Financial Inc			1212 No 96th St Omaha NE 68134	\$50,000.00		835-839	0.5379%	1 0.5379%
Denton Dollars For Scholars	c/o Rosemary Clements		3200 W Pleasant Hill Rd Lincoln NE 68523	\$20,000.00		65-66	0.2152%	1 0.2152%
Rodney L Smith			1345 140th Pleasant Dale NE 68423	\$10,000.00		61	0.1076%	1 0.1076%
Dianna L Sukstorf Irrev Tr	Security National Bank TTEE	Attn: Doug Oldaker	1120 S 101st St Omaha NE 68124	\$20,000.00		405 & 410	0.2152%	1 0.2152%
Tracy L Skoog Irrev Tr	Security National Bank TTEE	Attn: Doug Oldaker	1120 S 101st St Omaha NE 68124	\$20,000.00		403-404	0.2152%	1 0.2152%
Miriam Misle Revoc Tr	Miriam Misle TTEE		919 S Cotner Blvd Lincoln NE 68510	\$50,000.00		985-989	0.5379%	1 0.5379%
Michael & Mark Lebaron			2040 Stockwell Lincoln NE 68502	\$10,000.00		185	0.1076%	1 0.1076%
Michael & Mark Lebaron			2040 Stockwell Lincoln NE 68502	\$4,315.09		1027	0.0464%	1 0.0464%
Rosemary Lebaron Haberlan & Lane Stuart Haberlan			4710 Bryson St Lincoln NE 68510	\$12,054.71		1024,1025,1026	0.1297%	1 0.1297%
Marcia Ellen Dickey & Ricky L Dickey			5827 Woodstock Ave Lincoln NE 68512	\$2,545.86	scirpt) (09	1427	0.0274%	1 0.0274%
Dale L Zadina Tr	Dale L Zadina TTEE		47832 Mill Rd Ord NE 68862	\$50,000.00		1158-1162	0.5379%	1 0.5379%
Steven B Gottsch & Carolyn S Gottsch			Box 189 Chambers NE 68725	\$10,000.00		62	0.1076%	1 0.1076%
Louise E Smith			511 N 3rd Ave Hastings NE 68901	\$6,377.13		998	0.0686%	1 0.0686%
Triple K West Inc	Karen Peppmuller		600 W E Street Lincoln NE 68522	\$30,000.00		1095-1097	0.3227%	1 0.3227%
Elaine E Dyke Revocable Trust	Elaine E Dyke TTEE		9201 Tuscan Ct Lincoln NE 68520	\$30,000.00		1076-1078	0.3227%	1 0.3227%
David Richard Dyke Rev Tr	David Richard Dyke TTEE		9201 Tuscan Ct Lincoln NE 68520	\$30,000.00		1071-1073	0.3227%	1 0.3227%
Est Willard S Folsom	Roxie M Folsom Per Rep	Account #1	129 Flying Cloud Isle Foster City CA 94404	\$15,254.00		569-570	0.1641%	1 0.1641%
John Leonard Watson			PO Box 30172 Lincoln NE 68503	\$10,000.00		984	0.1076%	1 0.1076%
Taylor H McMaster			1004 Main St Kansas City MO 64152	\$4,799.04		635	0.0516%	1 0.0516%

Sarpy SID 251 CF Wt List	,	SCHEDULE 1			T	_	
Registration1	Registration2	Address	Princ Amt	Cusip	Warrant #'s	PRO RATA SHARE Ap	prove/CPercent Voting yes
Beverly Kay Johnson Rev Tr	Beverly Kay Johnson TTEE	9311 Whispering Wind Rd Lincoln NE 68512	\$20,000.00		25-26	0.2152%	1 0.2152%
Jane L Fischer		4383 Edgewater Crossing Dr Jacksonville FL 32257	\$20,000.00		818-819	0.2152%	1 0.2152%
C John Guenzel		12605 S 12th Roca NE 68430	\$20,000.00		333-334	0.2152%	10.2152%
C John Guenzel		12605 S 12th Roca NE 68430	\$15,565.92		562-563	0.1675%	1 0.1675%
First Bank & Tr Cozad	Attn: Ed Boos	Box 7 Cozad NE 69130	\$100,000.00		124-133	1.0758%	1 1.0758%
First Bank & Tr Cozad		Box 7 Cozad NE 69130	\$122,734.35		375-387	1.3203%	1 1.3203%
First Bank & Tr Cozad		Box 7 Cozad NE 69130	\$100,000.00		584-593	1.0758%	1 1.0758%
First Bank & Tr Cozad		Box 7 Cozad NE 69130	\$100,000.00		872-881	1.0758%	1 1.0758%
First Bank & Tr Cozad		Box 7 Cozad NE 69130	\$87,315.00		920-929	0.9393%	1 0.9393%
First Bank & Tr Cozad		Box 7 Cozad NE 69130	\$100,000.00		1028-1037	1.0758%	1 1.0758%
Steven Jay Russell & Claudia L Russell		6920 Westshore Dr Lincoln NE 68516	\$35,590.00		820-823	0.3829%	1 0.3829%
Sol Friedman & Lois Friedman		1721 S 109th St Omaha NE 68144	\$10,000.00		213	0.1076%	1 0.1076%
Harold W Klein & Sharon L Klein		4020 Fran Ave Lincoln NE 68516	\$20,000.00		614-615	0.2152%	1 0.2152%
Karen M Verdirame & Joseph Verdirame		17505 Island Circle Bennington NE 68007	\$20,000.00		415-416	0.2152%	1 0.2152%
Karen M Verdirame & Joseph Verdirame		17505 Island Circle Bennington NE 68007	\$23,143.16		617-619	0.2490%	1 0.2490%
Charles L Kreshel		4141 Normal Blvd #25 Lincoln NE 68506	\$13,705.57		529-531	0.1474%	1 0.1474%
Kevin K Wycoff & Paige Wycoff		1244 Heritage Dr Hastings NE 68901	\$10,000.00		27	0.1076%	1 0.1076%
Steven K Krueger & Judy A Krueger		6230 Andrew Ct Lincoln NE 68512	\$30,000.00		496-498	0.3227%	1 0.3227%
Charles Witt SEP/IRA		504 Matthies Dr Papillion NE 68046	\$13,270.27		390-391	0.1428%	0.0000%
Charles Witt SEP/IRA		504 Matthies Dr Papillion NE 68046	\$18,523.65		434 & 441-442	0.1993%	0.0000%
Charles Witt SEP/IRA		504 Matthies Dr Papillion NE 68046	\$24,300.32		620-622	0.2614%	0.0000%
Dale A Herter & Barbara A Herter		50010 24th Rd Gibbon NE 68840	\$10,000.00		937	0.1076%	1 0.1076%
Mark J Butler & Ann M Willet		701 Pier Two Lincoln NE 68528	\$20,000.00		579-580	0.2152%	1 0.2152%

Sarpy SID 251 CF Wt List			SCHEDULE 1		•	T		
Registration1	Registration2		Address	Princ Amt	Cusip	Warrant #'s	PRO RATA SHARE App	prove/CPercent Voting yes
Ronald Willet & Imelda M Willet			6435 Colfax Lincoln NE 68507	\$10,000.00		936	0.1076%	1 0.1076%
John Meuret Revocable Trust	John J Meuret TTEE	Rosella R Meuret TTEE	201 Second St PO Box 146 Brunswick NE 68720	\$40,000.00		181-184	0.4303%	1 0.4303%
Daniel R Ripa Cust Madeline R Ripa			4000 South 98th St Lincoln NE 68520	\$24,168.04		642 & 648-649	0.2600%	1 0.2600%
Daniel R Ripa Cust Elizabeth R Ripa			4000 South 98th St Lincoln NE 68520	\$22,241.60		641 & 646-647	0.2393%	1 0.2393%
Connie D Hall			7440 San Mateo Ln Lincoln NE 68516	\$20,000.00		234-235	0.2152%	1 0.2152%
Mike D Anderson			14000 Shiloh Rd Bennet NE 68317	\$30,000.00		1063-1065	0.3227%	1 0.3227%
AAI Inc			2500 Wildcat Dr Lincoln NE 68521	\$50,000.00		485-489	0.5379%	1 0.5379%
Estate of Roger D Anderson	Melodee A Anderson &	Five Points Bank Per Rep	PO Box 1507 Grand Island NE 68802	\$60,000.00		32-37	0.6455%	1 0.6455%
Estate of Roger D Anderson	Melodee A Anderson &	Five Points Bank Per Rep	PO Box 1507 Grand Island NE 68802	\$40,000.00		166-169	0.4303%	1 0.4303%
Daniel R Ripa & Daniel R Ripa			4000 South 98th St Lincoln NE 68520	\$20,000.00		30-31	0.2152%	1 0.2152%
Daniel R Ripa & Daniel R Ripa			4000 South 98th St Lincoln NE 68520	\$30,000.00		251-253	0.3227%	1 0.3227%
Daniel R Ripa & Daniel R Ripa			4000 South 98th St Lincoln NE 68520	\$50,000.00		480-484	0.5379%	1 0.5379%
Mike D Anderson Reinsurance Ltd	Central States	Attn: Mike Anderson	2500 Wildcat Dr Lincoln NE 68521	\$20,000.00		179-180	0.2152%	1 0.2152%
Mike D Anderson Reinsurance Ltd	Central States	Attn: Mike Anderson	2500 Wildcat Dr Lincoln NE 68521	\$10,000.00		247	0.1076%	1 0.1076%
Mike D Anderson Reinsurance Tr Wells Fargo Bank N A	Wells Fargo Bank		1258 O Street Lincoln NE 68508	\$40,000.00		327-330	0.4303%	1 0.4303%
Colleen Imbrock & James Imbrock	<u> </u>		9111 No 138 St Omaha NE 68142	\$20,000.00		596-597	0.2152%	1 0.2152%
James A Laphen & Irene Laphen			1302 S 181st Plaza Omaha NE 68130	\$20,000.00		612-613	0.2152%	0.0000%
William F Templin Revoc Tr	William F Templin TTEE		9804 Nicholas St #215 Omaha NE 68114	\$10,000.00		609	0.1076%	1 0.1076%
Sharon Annan			15005 Farnam Circle Omaha NE 68154	\$10,000.00		611	0.1076%	1 0.1076%
Dwain R Horn Trust	Dwain R Horn TTEE		8141 Farnam Dr Unit 123 Omaha NE 68114	\$20,000.00		594-595	0.2152%	1 0.2152%
David Lee Hershiser & Margaret M Hershiser	DWGII T TOTI T TEE		1518 N 133rd St Omaha NE 68154	\$30,000.00		661-663	0.3227%	1 0.3227%
-			213 S Woods Mill Rd Apt #4308					
Seymour Bailis & Eunice Bailis			Chesterfield MO 63017	\$25,705.04		406-408	0.2765%	1 0.2765%
David Bailis & Lea Bailis		<u> </u>	1239 North 138th St Omaha NE 68154	\$43,831.50		398-402	0.4715%	1 0.4715%

Sarpy SID 251 CF Wt List		•	SCHEDULE 1		•	1	_	
Registration1	Registration2		Address	Princ Amt	Cusip	Warrant #'s	PRO RATA SHARE App	rove/CPercent Voting yes
David Bailis & Lea Bailis			1239 North 138th St Omaha NE 68154	\$30,000.00		492-494	0.3227%	1 0.3227%
David Bailis & Lea Bailis			1239 North 138th St Omaha NE 68154	\$50,000.00		714-718	0.5379%	1 0.5379%
David Bailis & Lea Bailis			1239 North 138th St Omaha NE 68154	\$100,000.00		882-891	1.0758%	1 1.0758%
Rita A Lorenz			12215 North 60th St Omaha NE 68152	\$7,376.78		418	0.0794%	1 0.0794%
Rita A Lorenz			12215 North 60th St Omaha NE 68152	\$7,460.22		951	0.0803%	1 0.0803%
Rita A Lorenz			12215 North 60th St Omaha NE 68152	\$20,000.00		1085-1086	0.2152%	1 0.2152%
Fred B Lorenz Living Trust	Fred B Lorenz TTEE		12215 North 60th St Omaha NE 68152	\$10,000.00		417	0.1076%	1 0.1076%
Katherine E Becker			1214 Howard St #203 Omaha NE 68102	\$20,000.00		709-710	0.2152%	1 0.2152%
Rochelle L Good Revocable Trust	Rochelle L Good TTEE		PO Box 881716 Steamboat Springs CO 80488	\$30,000.00		711-713	0.3227%	1 0.3227%
Rivkah Bradsky			PO Box 4245 Rapid City SD 57709	\$10,000.00		349	0.1076%	1 0.1076%
William F McVey & Janet E McVey			One Westlake Village Council Bluffs IA 51501	\$30,000.00		366-368	0.3227%	1 0.3227%
William F McVey & Janet E McVey			One Westlake Village Council Bluffs IA 51501	\$9,262.53		1087	0.0996%	1 0.0996%
John R Greguska			19605 Browne Cir Elkhorn NE 68022	\$30,000.00		1103-1105	0.3227%	1 0.3227%
Sondra S Block			1020 Wittstruck Rd Roca NE 68430	\$30,000.00		154-156	0.3227%	1 0.3227%
Martin W Arter & Kim R Arter			PO Box 2081 Norfolk NE 68701	\$20,318.61		1137-1139	0.2186%	1 0.2186%
Darryl E Rivers Marital Trust	Darryl E Rivers TTEE	Todd Rivers	525 Waverly Rd Raymond NE 68428	\$60,000.00		1038-1042 & 1054	0.6455%	1 0.6455%
Daniel J Hirschfeld			3606 Fourth Ave Kearney NE 68845	\$100,000.00		468-477	1.0758%	1 1.0758%
Daniel J Hirschfeld			3606 Fourth Ave Kearney NE 68845	\$261,545.55		660, 664-678, 685-695, 719 & 723	2.8136%	1 2.8136%
Duane Severson & Karen Severson			3501 Golf View Dr Norfolk NE 68701	\$10,000.00		1055	0.1076%	1 0.1076%
Donaldson W Kingsley Jr & Patricia Anne Kingsley			1109 N Elm Hastings NE 68901	\$10,000.00		739	0.1076%	1 0.1076%
Larry L Callen Rev Living Tr	Larry L Callen TTEE		10060 E Sabino Estates Dr Tucson AZ 85749	\$40,000.00		222-225	0.4303%	1 0.4303%
First Westroads Bank	Attn: Larry Ziska		15750 W Dodge Rd Omaha NE 68154	\$156,677.88		503-518	1.6855%	1 1.6855%
Patricia M Kamtz Living Tr	Patricia M Katz TTEE		7410 Glynoaks Dr Lincoln NE 68516	\$20,000.00		307-308	0.2152%	1 0.2152%

Sarpy SID 251 CF Wt List			SCHEDULE 1		•		_	
Registration1	Registration2		Address	Princ Amt	Cusip	Warrant #'s	PRO RATA SHARE	Approve/CPercent Voting yes
Joy N Anderson Trust	Joy Nixon Anderson TTEE	Vayden R Anderson TTEE	PO Box 659 Stromsburg NE 68666	\$50,000.00		322-326	0.5379%	1 0.5379%
Butte Inc			Box 1328 Cheyenne WY 82003	\$47,824.59		446 & 519-526	0.5145%	1 0.5145%
J John Miller & Karen K Miller			9601 Thornwood Circle Lincoln NE 68512	\$100,000.00		1127-1136	1.0758%	1 1.0758%
Security National Bank Omaha	Attn: Bob Anderson		PO Box 31400 Omaha NE 68131	\$130,000.00		309-321	1.3985%	1 1.3985%
Rodney E Chrisp Revoc Tr	Rodney E Chrisp TTEE		77585 Iroquois Dr Indian Wells CA 92210	\$70,000.00		157-163	0.7530%	1 0.7530%
Max H Callen			17601 S 82nd Hickman NE 68372	\$20,000.00		1056-1057	0.2152%	1 0.2152%
Michael Callen			3621 Diablo Dr Lincoln NE 68516	\$80,000.00		226-233	0.8606%	1 0.8606%
Stacy M Connor Revocable Trust	Mr. John Connor III TTEE	Mrs. Stacy Connor TTEE	9607 Royal Calcutta Pl Bradenton FL 34202	\$10,000.00		495	0.1076%	1 0.1076%
Rodney D Rhoden			4111 S 144th St Omaha NE 68137	\$20,000.00		490-491	0.2152%	1 0.2152%
Sarah F Ginn Revoc Tr	Sarah F Ginn TTEE		8459 Woolworth Ave Omaha NE 68124	\$50,000.00		654-658	0.5379%	0.0000%
Pearle F Finigan			6321 A Street Lincoln NE 68510	\$30,000.00		284-286	0.3227%	1 0.3227%
Francis A Haskins			820 Robert Rd Lincoln NE 68510	\$37,609.09		568, 582-583, 598, 610 & 616	0.4046%	1 0.4046%
Byron Heyer Tr	Bryon Heyer TTEE		86571 528 Ave Plainview NE 68769	\$20,000.00		282-283	0.2152%	0.0000%
Byron Heyer Tr	Bryon Heyer TTEE		86571 528 Ave Plainview NE 68769	\$10,000.00		581	0.1076%	0.0000%
Byron Heyer Tr	Bryon Heyer TTEE		86571 528 Ave Plainview NE 68769	\$24,316.43		754-755 & 804-806	0.2616%	0.0000%
Dorothy M Haskins			820 Robert Rd Lincoln NE 68510	\$24,617.99		807-809	0.2648%	1 0.2648%
First National Bank Lewellen	Jack Beard		Box 248 Lewellen NE 69147	\$100,000.00		696-705	1.0758%	1 1.0758%
First Natl Bk Pledge A/C Garden County Schools	Jack Beard		Box 248 Lewellen NE 69147	\$126,818.85		549-561	1.3643%	1 1.3643%
Clarence W Haws			9615 Firethorn Ln Lincoln NE 68520	\$50,000.00		1043-1047	0.5379%	1 0.5379%
Paul Marvin Hefti II			3301 Verbena Scottsbluff NE 69361	\$20,000.00		542-543	0.2152%	1 0.2152%
James K Grabouski			3012 Hamilton Blvd Sioux City IA 51104	\$50,000.00		544-548	0.5379%	1 0.5379%
James K Grabouski			3012 Hamilton Blvd Sioux City IA 51104	\$50,000.00		1048-1052	0.5379%	1 0.5379%
John R O'Shea Revocable Trust	John R O'Shea TTEE		2201 The Knolls Lincoln NE 68512	\$53,395.85		679-684	0.5744%	1 0.5744%

Sarpy SID 251 CF Wt List	,		SCHEDULE 1			T	_	
Registration1	Registration2		Address	Princ Amt	Cusip	Warrant #'s	PRO RATA SHARE Ap	prove/CPercent Voting yes
Sarah E O'Shea Revocable Trust	Sarah E. O'Shea TTEE		902 N Lakeshore Dr Lincoln NE 68528	\$40,000.00		734-737	0.4303%	1 0.4303%
Robert E Morin Trust	Robert E Morin TTEE		3500 Faulkner Dr Apt #B202 Lincoln NE 68516	\$16,062.24		994 & 997	0.1728%	1 0.1728%
Dorothy O Hayes Revocable Trust	Dorothy O Hayes TTEE		6449 Winding Ridge Cir Lincoln NE 68512	\$17,799.39		354-355	0.1915%	1 0.1915%
Dorothy O Hayes Revocable Trust	Dorothy O Hayes TTEE		6449 Winding Ridge Cir Lincoln NE 68512	\$30,000.00		720-722	0.3227%	1 0.3227%
Dale K Hayes Family Trust	Scott Stuart TTEE		3500 Faulkner Dr Apt #B202 Lincoln NE 68516	\$21,480.39		993 & 995-996	0.2311%	1 0.2311%
Vincent J Bird & Elaine H Bird			2607 N 161 Terr Omaha NE 68116	\$20,000.00		335-336	0.2152%	1 0.2152%
Sam Marchese			1436 N 143rd Ave Omaha NE 68154	\$50,000.00		370-374	0.5379%	1 0.5379%
David P Kucirek & Shirley M Kucirek			14102 Tregaron Ridge Ave Unit F Bellevue NE 68123	\$10,000.00		369	0.1076%	1 0.1076%
Jack H Miller & Garnet G Miller	TOD Rhonda Marie Stuberg	Jeffrey Lynn Miller	313 So 49th Ave Omaha NE 68132	\$30,000.00		363-365	0.3227%	1 0.3227%
Curtis State Bank	Attn: John Wilkinson		301 Center Ave Box 45 Curtis NE 69025	\$200,000.00		5-24	2.1515%	1 2.1515%
Curtis State Bank	Attn: John Wilkinson		301 Center Ave Box 45 Curtis NE 69025	\$97,838.23		98-107	1.0525%	1 1.0525%
Curtis State Bank	Attn: John Wilkinson		301 Center Ave Box 45 Curtis NE 69025	\$100,000.00		297-306	1.0758%	1 1.0758%
Roy Yanagida & Dorothy Yanagida	7 ttan. Gorini VVIIIAII GOTI		5030 Sugar Creek Rd Lincoln NE 68516	\$30,000.00		938-940	0.3227%	1 0.3227%
Trent Bills & Mary Lou Bills			23995 W 112th Terrace Olathe KS 66061	\$30,000.00		209-211	0.3227%	1 0.3227%
Thomas A Tallman Revoc Tr	Thomas A Tallman TTEE		2330 Woodsdale Blvd Lincoln NE 68502	\$20,000.00		411-412	0.2152%	1 0.2152%
SMITH HAYES Companies	SID Warrants	Attn: Tom Smith	Box 83000 Lincoln NE 68501	\$100.00		935	0.2132%	1 0.0011%
·				·				
SMITH HAYES Companies	SID Warrants	Attn: Tom Smith	Box 83000 Lincoln NE 68501	\$130.50		955-956	0.0014%	1 0.0014%
SMITH HAYES Companies	SID Warrants	Attn: Tom Smith	Box 83000 Lincoln NE 68501	\$597.44		1016	0.0064%	1 0.0064%
SMITH HAYES Companies	SID Warrants	Attn: Tom Smith	Box 83000 Lincoln NE 68501	\$1,118.25		1151-1152	0.0120%	1 0.0120%
SMITH HAYES Companies	SID Warrants	Attn: Tom Smith	Box 83000 Lincoln NE 68501	\$3,280.65		1165	0.0353%	1 0.0353%
William R Hengstler			11026 W Waikiki Dr Sun City AZ 85351 7200 Van Dorn Apt #259 Lincoln NE	\$50,000.00		758-762	0.5379%	0.0000%
Esther M Lewis			68506	\$10,000.00	_	1053	0.1076%	1 0.1076%
Geraldine W Plettner & David C Plettner			PO Box 503 Sutton NE 68979	\$50,000.00		1058-1062	0.5379%	1 0.5379%

Sarpy SID 251 CF Wt List			SCHEDULE 1				_		
Registration1	Registration2		Address	Princ Amt	Cusip	Warrant #'s	PRO RATA SHARE	Approve/0	Percent Voting yes
Geraldine W Plettner & David C Plettner			PO Box 503 Sutton NE 68979	\$50,000.00		1098-1102	0.5379%	<u>i</u> 1	0.5379%
Donna R Eicher & Warren Eicher			6920 NW 2nd St Lincoln NE 68521	\$6,519.00		966-968	0.0701%	<u>6</u> 1	0.0701%
Elmer E Vogt Revoc Liv Tr	Elmer E Vogt Revoc TTEE		3720 N 334th Elmwood NE 68349	\$11,538.18	_	856-858	0.1241%	<u>6</u> 1	0.1241%
Richard N Bjorklund & Joyce C Bjorklund			4130 S 39th St Lincoln NE 68506	\$20,000.00		248-249	0.2152%	1	0.2152%
Richard N Bjorklund & Joyce C Bjorklund			4130 S 39th St Lincoln NE 68506	\$20,000.00		501-502	0.2152%	<u>.</u> 1	0.2152%
William A Blauvelt			Box 408 Superior NE 68978	\$20,000.00		1066-1067	0.2152%	1	0.2152%
Patricia A King			8605 W Denton Rd Denton NE 68339	\$20,000.00		499-500	0.2152%	<u>.</u> 1	0.2152%
Carl Franzen Rev Trust	Carl Franzen TTEE		725 Florida Ave York NE 68467	\$20,000.00		28-29	0.2152%	1	0.2152%
Carl Franzen Rev Trust	Carl Franzen TTEE		725 Florida Ave York NE 68467	\$10,000.00		246	0.1076%	<u>6</u> 1	0.1076%
Lyle M & Doris V Jones	TOD Vicki Jordan	Wendy Zimmer & Larry A Jones	1200 Smoky Hill Rd Lincoln NE 68520	\$10,000.00		250	0.1076%	<u>.</u> 1	0.1076%
Citigroup Global Markets Inc.	.ttn: Phil Lewis (Reorg Redemption Unit	t)	333 W 34th St – Third Floord New York, NY 10001	\$50,000.00		277-281	0.5379%	, 0	0.0000%
Wells Fargo Bank N.A., Custodian	pert Baker TTEE of the Robert Baker Tr	rust	13625 California St. STE 200 Omaha, NE 68154	\$27,898.01		639, 643-645, 650	0.3001%	<u>.</u> 1	0.3001%
Wells Fargo Bank N.A.	FBO Constance C. O'Neil Trust		PO Box 1450 WF9919 Minneapolis, MN	\$20,000.00		142-143	0.2152%	<u>6</u> 1	0.2152%
Merrill Lynch Pierce Fenner & Smith Inc.	Attn: Michael Flinck		101 Hudson St - 8 th Floor Jersey City, NJ 07302-3997	\$50,000.00		255-259	0.5379%	,	0.0000%
Penfirn Co. C/o FNB Omaha	Attn: WMG Trust Dept-Mand Reorgs		1620 Dodge St Stop Code 1060 Omaha, NE 68197-1060	\$50,000.00		144-147, 150	0.5379%	,	0.0000%
RBC Capital Markets Corp.	510 Marquett Ave South		PO Box 1510 Minneapolis, MN 55402-11	\$50,000.00		758-762	0.5379%	, D	0.0000%
Robert J. Huck	Croker Huck Kasher & Dewitt		2120 S. 72 nd St – Suite 1200 Omaha, NE 68124-2359	\$128,465.30		85-88, 116, 208, 352, 353, 388, 389, 409, 520-522, 969	1.3820%	<u>.</u> 1	1.3820%
DAD & Co.	C/o D.A. Davidson-Karen Harn		1111 N 102 nd Court – Ste 300 Omaha, NE 68114-2194	\$995,326.90			10.7075%	b 18	10.7072%

TOTALS \$9,295,647.06 100.00% 222 92.22%